

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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BRECKENRIDGE PHARMACEUTICAL, INC.,

Plaintiff,

v.

INTERPHARM HOLDINGS, INC., and  
INTERPHARM, INC.,

Defendant.

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) Civil Action No. 08-cv-03479  
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**DECLARATION OF PHILIP GOLDSTEIN IN SUPPORT OF THE MOTION OF  
BRECKENRIDGE PHARMACEUTICAL, INC. FOR A PRELIMINARY INJUNCTION**

Philip Goldstein declares, under penalty of perjury, that the following is true and correct:

1. I am the National Accounts Sales Manager for Plaintiff Breckenridge Pharmaceutical, Inc. ("Breckenridge"), where I have been employed since 2002.

2. In this capacity, I have invested significant time and effort for more than five years developing relationships with certain customers to whom I sell pharmaceutical products on behalf of Breckenridge.

3. Among the products that I sell to our customers is a prescription product containing esterified estrogens and methyltestosterone ("EE/MT"). Breckenridge has been supplying EE/MT for more than a decade, which is a particularly strong track record in this industry.

4. Beginning in late March or early April 2008, I began to hear from some of my customers that they had been informed by sales representatives of Interpharm Holdings, Inc. and/or Interpharm, Inc. (collectively "Interpharm") that Interpharm would no longer be supplying EE/MT to Breckenridge and that Breckenridge had no more than a 20 day supply of EE/MT.

5. My customers understood Interpharm's statements to mean that Breckenridge would soon be unable to fulfil orders for EE/MT, and that these customers would have to order EE/MT directly from Interpharm in order to keep receiving sufficient quantities of EE/MT to supply their needs. One of my customers who informed me of this was Hannaford, a supermarket and pharmacy chain. (see Exhibit "A").

6. As a result of Interpharm's statements, I had to assure Hannaford and my other customers that Breckenridge would indeed be able to continue to supply sufficient EE/MT to meet their needs, in order to try to prevent these statements from undermining the customer good will and the reputation for reliability that I have worked hard to establish over the years on behalf of Breckenridge.


7. Because this has just recently occurred, and continues to occur, I am still unclear whether these issues are resolved and whether Interpharm may contact my other customers.

8. At the same time as making these statements concerning Breckenridge's inability to provide EE/MT in the future, Interpharm was also submitting proposals to my customers to sell EE/MT to them at prices lower than Breckenridge's prices.

9. As a result of Interpharm's statements to my customers, Breckenridge has thus far been forced to reduce pricing for at least three customers. The alternative to matching Interpharm's pricing would be to lose those accounts altogether.

I declare under penalty of perjury, that the foregoing is true and correct.

Executed on April 15, 2008.

  
Philip Goldstein

# EXHIBIT A

Phil Goldstein  
National Accounts Sales Manager  
Breckenridge Pharmaceutical, Inc.  
PH: 973-808-6899 -ext 252  
e-FAX: 973-833-0437  
[pgoldstein@bpirx.com](mailto:pgoldstein@bpirx.com)

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-----Original Message-----

From: [smcbreairty@hannaford.com](mailto:smcbreairty@hannaford.com) [<mailto:smcbreairty@hannaford.com>]  
Sent: Thursday, April 03, 2008 11:54 AM  
To: [pgoldstein@bpirx.com](mailto:pgoldstein@bpirx.com)  
Subject: EEMT - Gonzo?

Phil,

I hear Interpharm will no longer supply Breckenridge on the EEMT product?

FYI,

Shawn McBreairty  
Category Manager - Pharmacy  
Delhaize America  
(Hannaford, Sweetbay, Food Lion)  
207-885-3645 - Phone  
207-396-3645 - Fax  
Mail Sort Code - 3000